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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:	:	Chapter 11
	:	
SEARS HOLDINGS CORPORATION, <i>et al.</i> ,	:	Case No. 18-23538 (RDD)
<i>Debtors</i>	:	(Jointly Administered)
	:	

**MOTION TO WITHDRAW AS COUNSEL OF RECORD
FOR PENNSEE, LLC PURSANT TO LOCAL RULE 2090-1**

Pursuant to Rule 2090-1(e) of the Local Rules of Bankruptcy Court for the Southern District of New York (the “Local Rules”), Sirlin Lesser & Benson, P.C. respectfully seeks to withdraw as counsel for Pennsee, LLC in the above-captioned proceeding, and represents as follows:

Background

1. Movant is Sirlin Lesser & Benson, P.C. (“SLB”), a professional corporation, organized and existing pursuant to the laws of the Commonwealth of Pennsylvania, and engaging in the practice of law at 123 South Broad Street, Suite 2100, Philadelphia, Pennsylvania 19109.

2. Respondent is Pennsee, LLC (“Pennsee”), a limited liability company, existing under the laws of Pennsylvania, with a place of business at 350 Lexington Avenue, Suite 204, New York, New York 10016.

3. Pennsee is the owner of certain non-residential real property located at 7101 Roosevelt Boulevard, Philadelphia, Pennsylvania in which Debtors operate a Kmart (Store No. 3527) pursuant to that certain lease dated October 30, 1979, as subsequently amended, modified and/or extended, (the “Pennsee Lease”).

4. In or about October 15, 2018, at the request of Pennsee, SLB assumed representation of Pennsee with regard to the within bankruptcy proceeding.

5. On or about November 15, 2018, SLB filed a Notice of Appearance and Request for Notices [ECF 756].

6. On or about April 19, 2019, Transform Holdco LLC filed a Notice of Assumption and Assignment of Additional Designatable Leases [ECF 3298] (the “Designation Notice”), which included the Pennsee Lease.

7. On or about April 26, 2019, SLB filed a Motion for Admission to Practice, *Pro Hac Vice* [ECF 3370], which was granted on April 26, 2019 [ECF 3377].

8. On or about April 26, 2019, SLB filed an Objection to the Designation Notice on behalf Pennsee [ECF 3392].

9. The hearing of Pennsee’s Objection is scheduled for August 22, 2019.

10. Various disputes have arisen between SLB and Pennsee. Due to the attorney-client privilege, the details of these conflicts cannot be set forth in this Motion. These differences have made it impossible for SLB to represent Pennsee.

11. SLB has communicated with Pennsee on numerous occasions requesting that Pennsee obtain new counsel to represent it in its pursuit of its Objection. Pennsee advised SLB it would be retaining new counsel, however, to date, no counsel has entered on behalf of Pennsee.

12. Pennsee has not responded to SLB's phone calls or emails regarding the status of new counsel's entry of appearance.

13. SLB cannot properly and adequately represent this client.

14. SLB does not possess any specialized skills or particular knowledge regarding the subject matter of this dispute.

15. The granting of SLB's request for relief will not prejudice the rights of any participant. The denial of this request will be prejudicial to SLB.

Jurisdiction

16. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334, and the Amended Standing Order of Reference M-431, dated January 31, 2012 (Preska, C.J.). This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

Relief Requested

17. SLB is seeking to withdraw as counsel to Pennsee, LLC under Local Rule 2090-1(e). A proposed form of order granting the relief requested in this Application is attached hereto as Exhibit "A" (the "Proposed Order").

Notice

18. Notice of this Motion will be provided in accordance with the procedures set forth in the *Amended Order Implementing Certain Notice and Case Management Procedures* (ECF 405). SLB respectfully submits that this constitutes sufficient notice and that no further notice is necessary.

Conclusion

WHEREFORE, Sirlin Lesser & Benson, P.C. respectfully requests that the Court enter the Proposed Order, attached hereto as Exhibit "A", granting Sirlin Lesser & Benson, P.C. leave to withdraw from its representation of Pennsee, LLC in this matter.

Dated: August 2, 2019
Philadelphia, PA

SIRLIN LESSER & BENSON, P.C.
Attorney for Pennsee, LLC

By:



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